



杭州启明醫療器械股份有限公司
Venus Medtech (Hangzhou) Inc.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2500)

PROXY FORM
FOR USE AT THE 2024 SECOND EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ unlisted foreign shares/H shares ^(Note 2) of Venus Medtech (Hangzhou) Inc. (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE 2024 SECOND EXTRAORDINARY GENERAL MEETING**
or ^(Note 3) _____
of _____

as my/our proxy to attend and act for me/us at the 2024 second extraordinary general meeting (and any adjournment thereof) of the Company to be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Thursday, December 5, 2024 (the "2024 Second Extraordinary General Meeting") for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of 2024 Second Extraordinary General Meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

ORDINARY RESOLUTION		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	To consider and elect Mr. John Junhua Gu as an independent non-executive Director.			
SPECIAL RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
2.	To consider and approve the resolution on the amendments to the Articles of Association in relation to Rule 2.07A of the Listing Rules and to authorise the Board to deal with on behalf of the Company the relevant matters arising from such amendment to the Articles of Association.			
3.	To consider and approve the resolution on other amendments to the Articles of Association and to authorise the Board to deal with on behalf of the Company the relevant matters arising from such amendment to the Articles of Association.			
4.	To consider and approve the resolution on the grant of a general mandate to the Board to issue Shares.			

Dated this _____ day of _____ 2024

Signed ^(Note 5): _____

Notes:

1. Please insert full name(s) and address(es) as shown in the register of members of the Company in **BLOCK LETTERS**.
2. Please delete as inappropriate and insert the number of shares registered in your name(s) to which this proxy form relates. If no number of shares is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the chairman of the 2024 Second Extraordinary General Meeting is preferred, strike out the words "**THE CHAIRMAN OF THE 2024 SECOND EXTRAORDINARY GENERAL MEETING** or" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the 2024 Second Extraordinary General Meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the 2024 Second Extraordinary General Meeting in person to represent you. Such proxies may only exercise their voting rights in a poll. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "Against". IF YOU WISH TO ABSTAIN, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "Abstain"**. If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the 2024 Second Extraordinary General Meeting other than those referred to in the notice convening the 2024 Second Extraordinary General Meeting. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as "Abstained".
5. This proxy form must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarised.
6. In case of joint holders of any shares, any one of such joint holders may vote at the 2024 Second Extraordinary General Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the 2024 Second Extraordinary General Meeting, personally or by proxy, the vote of the joint holder whose name stands first on the register of members, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
7. In order to be valid, the proxy form together with the notarized power of attorney or other authorization document (if any) must be deposited at (i) the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders); or (ii) the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC (for holders of Unlisted Foreign Shares) not less than 24 hours before the time fixed for the holding of the 2024 Second Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the 2024 Second Extraordinary General Meeting or any adjournment thereof if he/she so wishes. Shareholders and shareholder proxies are required to produce identity proof when attending the 2024 Second Extraordinary General Meeting (and any adjournment thereof).
8. Unless otherwise indicated, capitalized terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated November 19, 2024.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the 2024 Second Extraordinary General Meeting (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.